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January 21, 2000

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BY HAND DELIVERY

Ms. Magalie R. Salas
Secretary
Federal Communications Commission
The Portals
445 Twelfth Street, S.W.
Washington, D.C. 20554

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FEDERAL COMMUNICATIONS COMMISSION
U.S. DEPARTMENT OF COMMERCE

**Re: Applications for Transfer of Control of Qwest
Communications International Inc. and U S WEST, Inc.,
CC Docket No. 99-272**

Dear Ms. Salas:

The enclosed letter was submitted today to Henry Thaggert by the undersigned counsel for Qwest Communications International Inc. Please include it in the record in the referenced proceeding.

Please return a date-stamped copy of this letter (copy provided).

Please contact the undersigned if you have any questions.

Respectfully submitted,



Linda L. Oliver
Counsel for Qwest Communications
International Inc.

Enclosure

cc: Henry Thaggert
Service List

Mr. of Order rec'd OK2
JAN 21 2000

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Mr. Henry Thaggert
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FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, D.C. 20554

**Re: Applications for Consent to Transfer of Control of Qwest
Communications International Inc. and U S WEST, Inc.
CC Docket No. 99-272**

Dear Mr. Thaggert:

On behalf of Qwest Communications International Inc. ("Qwest"), this letter responds to a staff question regarding a "potential competition" argument made by Allegiance Telecom, Inc. at pages 4-5 of its October 1, 1999, Comments on the referenced merger application of Qwest and U S WEST. Specifically, Allegiance alleges that "[t]he Qwest/U S WEST merger would seem to reduce substantially Qwest's incentive to provide the competitive local and interexchange broadband services contemplated by the Qwest/BellSouth strategic alliance in the U S WEST region." Allegiance Comments at 5.

The potential competition issue is fully addressed in the "Response to Comments on Applications for Transfer of Control" filed by Qwest and U S WEST on October 18, 1999 ("October 18 Response"). As Qwest and U S WEST pointed out there, Qwest's CLEC operations in the U S WEST region are trivial, and there are a number of other actual and potential competitors to U S WEST. See October 18 Response at 8-9 and Attachment A (Declaration of Carlton and Sider) at 14-17. See also Letter and Attachment from Dan Poole, U S WEST, to Henry Thaggert, FCC, December 20, 1999

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Mr. Henry Thaggert
January 21, 2000
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(detailing the extent of in-region competitors, including competitive providers of transport and data services). Elimination of Qwest as a potential competitor to U S WEST in-region thus does not pose a significant competitive or public interest issue. ^{1/}

Please call me if you have further questions.

Sincerely yours,

A handwritten signature in black ink, appearing to read "Linda L. Oliver". The signature is fluid and cursive, with the first name "Linda" being more prominent than the last name "Oliver".

Linda L. Oliver
Counsel for Qwest Communications
International Inc.

cc: Magalie Salas
Margaret Egler

^{1/} The Qwest- US WEST merger clearly impacts Qwest's ability to provide some of the services contemplated by the coordinated marketing arrangements between the company and BellSouth, such as interLATA services in the U S WEST region. This change in circumstances creates private business issues between the parties. However, the overall public interest is not affected given the size and number of other competitors in the U S WEST region.

CERTIFICATE OF SERVICE

I, Barbara E. Clocker, hereby certify that on this 21st day of Janaury, 2000, copies of the foregoing "Ex Parte Notice" of Qwest Communications International Inc. were served by hand delivery (where indicated) or by first class mail to the following

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